

*Order prepared and submitted by:*

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**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF UTAH**

In re  PolarityTE, Inc., a Delaware corporation  Debtor.	Case No. 23-bk-22358-KRA  Case No. 23-bk-22360-KRA
In re  PolarityTE, MD Inc., a Nevada corporation,  Debtor.	Case No. 23-bk-22361-KRA  Jointly Administered Chapter 11 Cases
In re  PolarityTE, Inc., a Nevada corporation,  Debtor.	Judge Kevin R. Anderson  <b>THIS DOCUMENT RELATES TO ALL DEBTORS</b>

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**FINDINGS OF FACT, CONCLUSIONS OF LAW, AND ORDER CONFIRMING  
DEBTORS' PLAN UNDER 11 U.S.C. §1129**

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The Court, having considered the Motion (the “**Motion**”) of PolarityTE, Inc., a Delaware corporation (“**PTE**”), PolarityTE, MD Inc., a Nevada corporation (“**PTE MD**”), and PolarityTE, Inc., a Nevada corporation (“**PTE NV**,” and together with PTE and PTE MD, the “**Debtors**” and each individually a “**Debtor**”), seeking entry of an order (this “**Confirmation Order**”) under section 1129 of title 11 of the United States Code (the “**Bankruptcy Code**”) approving and confirming the Debtor’s Plan of Liquidation under Chapter 11 of the Bankruptcy Code dated August 15, 2024 (ECF 324) (the “**Plan**”).<sup>1</sup>

And in consideration of the Motion, the form of Plan filed with the Court, the Declarations of Richard Hague and John Curtis in Support of the Motion filed contemporaneously therewith (the “**Hague Decl.**” and “**Curtis Decl.**,” respectively).

And with notice properly given to all parties entitled to notice thereof under Rule 2002 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”); and in consideration of the Notice of Non-Voting Status Under Debtors’ Plan of Liquidation Under Chapter 11 of the Bankruptcy Code (ECF 168) having been adequate and proper under all the circumstances;

And no objections to the Plan having been filed, and any and all such objections that have been or could have been brought are deemed and hereby are overruled in their entirety on the merits;

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<sup>1</sup> Capitalized terms not otherwise defined in this Motion have the meanings ascribed to those terms in the Plan. To the extent of any conflict between this Motion, the Confirmation Order, the Disclosure Statement, and the Plan, the documents control in the following order: (1) Confirmation Order; (2) Plan; (3) Disclosure Statement.

And upon the entire record of this chapter 11 case, the proceedings before this Court, the docket and other matters of record and good cause appearing, the Court hereby finds and concludes<sup>2</sup> as follows.

### **JURISDICTION AND PROCEDURAL POSTURE**

1. The Court has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b)(2)(A) and (O), and the Court may enter a final order consistent with Article III of the United States Constitution.

2. Venue is proper under 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested are proper under sections 105 and 1122-1129 of title 11 of the Bankruptcy Code, Rules 3016-3021 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”). No prior motion for the relief requested in this Motion has been filed or adjudicated. No trustee or examiner has been appointed in the Chapter 11 Case.

### **BACKGROUND**

#### **I. PROCEDURAL HISTORY**

4. The Debtors commenced this case (the “**Chapter 11 Case**”) by filing a voluntary petition for relief under chapter 11 of the Bankruptcy Code, on June 6, 2023 (the “**Petition Date**”).

5. On the Petition Date, the Debtors moved for joint administration of the Chapter 11 Cases (ECF 2), and the Court entered an Order granting joint administration of the Chapter 11 Cases on an interim basis (ECF 19) and final basis. (ECF 69.)

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<sup>2</sup> The determinations, findings, judgments, decrees and orders set forth and incorporated herein constitute the Court’s findings of fact and conclusions of law under Bankruptcy Rule 7052, made applicable to this proceeding pursuant to Bankruptcy Rule 9014. Each finding of fact set forth or incorporated herein, to the extent that it is or may be deemed a conclusion of law, shall also constitute a conclusion of law. Each conclusion of law set forth or incorporated herein, to the extent it is or may be deemed a finding of fact, shall also constitute a finding of fact.

6. After the Petition Date, the Debtors sought and obtained approval from the Bankruptcy Court for procedures to run a bid and sale process for the sale of substantially all their assets. (ECF 8.) At the conclusion of that process, the Debtors moved for approval of the sale of substantially all the Debtors' operating assets to Grander Acquisition LLC ("**Grander**" and the "**Grander Sale**"). (ECF 55.) On July 31, 2023, the Court approved the sale of substantially all the Debtors' operating assets to Grander for the price of \$6,500,000 and the assumption of certain liabilities. (ECF 107.)

7. The Debtors continue to operate and manage their property as debtors in possession under sections 1107 and 1108 of the Bankruptcy Code.

8. No examiner or trustee has been appointed in the Chapter 11 Cases.

## **II. THE PLAN**

9. On May 24, 2024, the Debtors filed their first Chapter 11 Plan (ECF 148), and subsequently filed their Amended Chapter 11 Plan of Liquidation on August 15, 2024 (ECF 152) (the "**Plan**"). On August 21, 2024, the Debtors filed a Motion to Approve Adequacy of Disclosure Statement (ECF 155) and a Notice of Hearing (ECF 156).

10. In general, the Debtors' proposed Plan provides for the establishment of an efficient mechanism for promptly and efficiently (a) completing the liquidation of the remaining assets of the Debtors' estates in an orderly fashion, (b) evaluating claims against the Estate and pursuing objections to claims where appropriate, (c) distributing the net funds of the Estates to creditors holding allowed claims; and (d) only after all creditors have been paid in full, distributing all remaining funds to the Debtors' equity holders. As there are no classes of

impaired creditors, the Debtors submit that their Plan is per se confirmable under section 1129(b).

11. The Plan designates five classes of Claims and Interests. (Plan Art. 3-4). Class 1 (Priority Claims), Class 2 (Secured Claim of Dorsey & Whitney LLP), Class 3 (General Unsecured Claims) and Class 4 (Equity Interests and Recission Claims). Classes 1-3 are unimpaired and are deemed to accept the Plan pursuant to section 1129(a)(8) of the Bankruptcy Code. Class 4 Equity Interests are impaired and will be paid only if and when all other Claims have been paid in full. Class 4 is deemed to have rejected the Plan and was not entitled to vote to accept or reject the Plan.

12. The Plan specifies each class's treatment under the Plan.

(a) Class 1 (Priority Claims) will receive either (i) deferred cash payments beginning on the effective date of a value equal to the allowed amount of such Priority Claim; or (ii) regular cash annual installment payments over a period ending no later than 5 years after the Effective Date equal to the allowed amount of such Priority Claim. (Plan, Section 4.1.)

(b) Class 2 (Secured Claim of Dorsey & Whitney LLP) shall be given their Pro Rata share of distributions as beneficiaries of the Liquidating Trust until they have received payment in full plus interest at the Federal Judgment Rate from the Petition Date through the date of payment. The Liquidating Trustee shall pay the holder of Allowed Class 2 Claims its share (subject to the Disputed Claims Reserve) as funds become available in the Distribution Account, subject to the Liquidating Trustee's discretion and required holdbacks for potential for Allowed Claims. (Plan, Section 4.2.)

(c) Class 3 (General Unsecured Claims) shall be given their Pro Rata share of distributions as beneficiaries of the Liquidating Trust until they have received payment in full plus interest at the Federal Judgment Rate from the Petition Date through the date of payment. The Liquidating Trustee shall pay holders of Allowed Class 3 Claims their Pro Rata share (subject to the Disputed Claims Reserve) as funds become available in the Distribution Account, subject to the Liquidating Trustee's discretion and required holdbacks for potential for Allowed Claims. (Plan, Section 4.3.)

(d) Class 4 (Equity Interests), is impaired, and shall receive their Pro Rata share of remaining Cash after Class 3 (General Unsecured Claims) have received their distributions and all Equity Interests in the Debtors shall be cancelled. Claims arising from the purchase or rescission of Equity Interests subordinated under Bankruptcy Code Section 510(b) shall be determined by the Bankruptcy Court in shares equivalent to Equity Interests. On the terms and conditions set forth in the Liquidating Trust (including the establishment of a reserve), in full satisfaction of their Rescission Claims, holders of Equity Interests shall be entitled to their Pro Rata share of remaining Cash after Class 3 (General Unsecured Claims) have received their distributions Pro Rata with Equity Interests in the Debtors. (Plan, Section 4.4.)

13. The Plan is to be executed and implemented through the means of a Liquidating Trust. The Liquidating Trust will receive all property of the Estate as of the Effective Date, and the Liquidating Trustee, among other things, will liquidate the remaining property, review and object to claims as appropriate, and make distributions to creditors holding claims.

14. Included among the property of the Estate are the Debtor's Causes of Action consisting primarily of Avoidance Actions (Plan Art. 1 & 5). The Liquidating Trust will have standing to pursue those claims, and any cash produced as a result will be included in the Liquidating Trust and distributed Pro Rata to the Class 2 and 3 creditors.

15. Under the Plan, the Debtors' Estate and all of its remaining assets will become property of the Liquidating Trust, and John H. Curtis of Rocky Mountain Advisory, LLC will be appointed as Liquidating Trustee under the terms of the Liquidating Trust Agreement attached as Exhibit A to the Plan. The Liquidating Trust will receive all property of the Estate as of the Effective Date, and the Liquidating Trustee, among other things, will liquidate the remaining property, review and object to claims as appropriate, and make distributions to creditors holding claims.

### **III. NOTICE OF AND DISTRIBUTION OF THE PLAN**

16. On November 4, 2024, the Court approved the form of the Debtors' Disclosure Statement (the "**Disclosure Statement**") (ECF 154) along with the Debtors' proposed *Notice of Hearing on Confirmation, and Objection Deadline for Debtors' Plan of Liquidation Under Chapter 11 of the Bankruptcy Code* and the Debtors' proposed *Notice of Non-Voting Status Under Debtors' Plan of Liquidation Under Chapter 11 of the Bankruptcy Code*. (Order, ECF 166.) Since no class of claims is impaired under the Plan, no class was entitled to vote on the Plan pursuant to section 1129(a)(8). Accordingly, the Court did not require the Debtors to solicit votes on approval of the Plan, consistent with sections 1126(f) and 1129(a)(8) of the Bankruptcy Code.

17. On November 4, 2024, the Debtors filed and served by U.S. Mail, First-Class™, the following to all creditors, the Debtor's entire mailing matrix, equity holders, the IRS, the SEC, and all other parties entitled to notice the following documents:

1. **Order (I) Approving Proposed Disclosure Statement and Finding the Form and Manner of the Notice of the Disclosure Statement Hearing Adequate, (II) Scheduling a Confirmation Hearing, and (III) Establishing Notice and Objection Procedures for Confirmation of Debtors' Amended Plan of Liquidation (ECF 166);**
2. **Notice of Non-Voting Status Under Debtor's Plan of Liquidation Under Chapter 11 of the Bankruptcy Code (ECF 168);**
3. **Notice of Hearing on Confirmation and Objection Deadline for Debtors' Plan of Liquidation Under Chapter 11 of The Bankruptcy Code (ECF 169).**

(See Certificate of Service, ECF 170; Curtis Decl. ¶ 28.)

18. Since the Debtors have no impaired Classes of Claims, each Class of Claims was deemed to accept except Class 4 Equity Interests, who were deemed to reject the Plan. Thus, the Debtors were not required to solicit votes, send out ballots, or file a report of balloting.

### **CONFIRMATION OF PLAN**

19. Confirmation of the Plan is governed by section 1129 of the Bankruptcy Code.

#### **I. BURDEN OF PROOF ON CONFIRMATION**

20. The Debtors must demonstrate that the Plan satisfies the applicable provisions of section 1129 of the Bankruptcy Code by a preponderance of the evidence. As set forth in *Liberty Nat'l Enters. v. Ambanc La Mesa Ltd. P'ship (In re Ambanc La Mesa Ltd. P'ship.)*, "[t]he bankruptcy court must confirm a Chapter 11 [plan proponent's] plan of reorganization if the [plan proponent] proves by a preponderance of the evidence" that the plan satisfies Bankruptcy Code section 1129. 115 F.3d 650, 653 (9th Cir. 1997); 7 COLLIER ON BANKRUPTCY



¶ 1129.02[4], at 1129-22 (15th ed. rev. 2009) (“[T]he proponent bears the burdens of both introduction of evidence and persuasion that each subsection of section 1129(a) has been satisfied.”).

21. Based upon the Disclosure Statement, Plan, and all exhibits thereto, including the Liquidation Analysis attached as Exhibit B to the Disclosure Statement, and the entire docket and record of this chapter 11 case, the Curtis Declaration, and other evidence and cause shown, the Debtors have proven by a preponderance of the evidence that all subsections of section 1129 of the Bankruptcy Code have been satisfied in respect of the Plan.

22. The Plan complies with the applicable provisions of the Bankruptcy Code and not by any means forbidden by law.

23. Section 1129(a)(1) incorporates by reference the other substantive provisions of Subchapter II of Chapter 11 of the Bankruptcy Code on the formulation and solicitation of the Plan.

(a) **Proper Classification (11 U.S.C. §§ 1122, 1123 (a)(1)).** The Claims or Equity Interests placed in each Class are substantially similar to other Claims or Equity Interests in each such Class. In addition to Administrative Expense Claims and Priority Claims, which are not classified under the Plan, the Plan designates three classes of Claims and one class of Equity Interests based upon differences in their legal nature or priority. The Secured Claim is separately classified in Class 2. The Priority Claims are classified separately in Class 1 from General Unsecured Claims in Class 3. And Interests are separately classified in Class 4. Thus, there is a valid legal reason for separately classifying the various classes of Claims and Equity

Interests under the Plan, and such Classes do not unfairly discriminate between holders of Claims or Equity Interests.

(b) **Specify Unimpaired Classes (11 U.S.C. § 1123(a)(2)).** Classes 1 through 3 are all unimpaired under the Plan.

(c) **Specify Treatment of Impaired Classes (11 U.S.C. § 1123(a)(3)).** Class 4 is specified as impaired under the Plan. Article IV of the Plan specifies the treatment of impaired Claims and Equity Interests.

(d) **No Discrimination (11 U.S.C. § 1123(a)(4)).** The Plan provides for the same treatment for each Claim and Equity Interest in each respective class unless the holder of a particular Claim or Equity Interest has agreed to less favorable treatment with respect to such Claim or Interest.

(e) **Implementation of Plan (11 U.S.C. § 1123(a)(5)).** Article VI of the Plan provides adequate and proper means for implementation of the Plan. The Plan is a liquidating plan, and so the means of liquidating and distributing the Debtor's remaining assets, is the Liquidating Trust. The Liquidating Trust Agreement is attached as Exhibit A to the Plan.

(f) **Required Corporate Charter Provisions (11 U.S.C. § 1123(a)(6)).** The Plan is a liquidating plan, and so the Debtors will merge into the Liquidating Trust upon the Effective Date. The Debtors will otherwise cease to exist as corporate entities, and so this provision is inapplicable.

(g) **Selection of Officers and Directors (11 U.S.C. § 1123(a)(7)).** The Plan provides that Mr. John Curtis will be the Liquidating Trustee, subject to the appointment of a Successor Trustee under the provisions of the Liquidating Trust Agreement.

24. **Additional Plan Provisions (11 U.S.C. § 1123(b)).** The Plan's provisions are appropriate and consistent with the applicable provisions of the Bankruptcy Code, including provisions for (a) the rejection of all executory contracts and unexpired leases and (b) the resolution of certain disputes between and among the Debtors and other parties in interest, if any.

25. **Fed. R. Bankr. P. 3016(a).** The Plan is dated August 15, 2024, and identifies the entity submitting it, *to wit*, the Debtors.

26. **The Debtors Have Complied with Bankruptcy Code (11 U.S.C. § 1129(a)(2)).**  
The Debtors have complied with the applicable provisions of the Bankruptcy Code.

(a) The Debtors timely attended the first meeting of creditors under section 341(a) of the Bankruptcy Code conducted by the U.S. Trustee and provided all information requested by the U.S. Trustee at that time.

(b) The Debtors are a proper proponent of the Plan under Bankruptcy Code §§ 1121(c) and 1189(a).

(c) The Debtors have complied with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and other orders of the Court in transmitting the Plan and related documents and notices, and in soliciting and tabulating votes on the Plan.

(d) The Debtors have timely (or within a few days of being timely) filed each month's Monthly Operating Report, which have been attested to being true and accurate.

(e) The Debtors have not paid any professionals or expenses out of the ordinary course except upon order of the Court.

(f) The Debtors have paid all fees of the U.S. Trustee that have come due.

(g) The Debtors have obeyed all orders of the Bankruptcy Court and otherwise applied with the Bankruptcy Code and Bankruptcy Rules.

27. **Plan Proposed in Good Faith, not by any means forbidden by law (11 U.S.C. § 1129(a)(3)).** The Debtors proposed the Plan in good faith and not by any means forbidden by law. The Debtors filed the proposed Plan with the legitimate and honest purpose of maximizing available value for the benefit of its creditors. All required tax documents have been filed with the IRS.

28. **Payments for Services or Costs and Expenses (11 U.S.C. § 1129(a)(4)).** Any payments made or to be made under the Plan for services or for costs and expenses in or in connection with the Bankruptcy Case, including all fees and expenses incurred by professionals in connection with the Plan and incident to the Case, has been approved by, or are subject to the approval of, the Court as reasonable and under 11 U.S.C. § 330.

29. **Directors, Officers, and Insiders (11 U.S.C. § 1129(a)(5)).** The Debtors have disclosed the identity and affiliations of the successor to the Debtors under the Plan, and the management of that successor.

30. **No Rate Changes (11 U.S.C. § 1129(a)(6)).** The Debtors are not subject to the jurisdiction of any governmental regulatory commission over rate changes.

31. **Best Interests of Creditors Test (11 U.S.C. § 1129(a)(7)).** As set forth above, each class of Claims that is impaired and entitled to vote under the Plan either voted to accept the Plan or shall receive as much as they would receive under Chapter 7 of the Bankruptcy Code.

32. **Acceptance by Certain Classes (11 U.S.C. § 1129(a)(8)).** As set forth above, each Class of Claims that is impaired under the Plan and entitled to vote has accepted or is deemed to accept the Plan.

33. **Treatment of Administrative Expense Claims and Priority Tax Claims (11 U.S.C. § 1129(a)(9)).** Except to the extent the holder of a particular Claim has agreed to a different treatment of such Claim, the Plan provides that Administrative Expense Claims pursuant to 11 U.S.C. § 507(a)(1) and Priority Claims pursuant to 11 U.S.C. § 507(a)(2)-(8), shall be treated in accordance with the provisions of 11 U.S.C. § 1129(a)(9). There are sufficient funds on hand to pay all Priority Claims in full on the Effective Date.

34. **Acceptance by at Least One Impaired Class (11 U.S.C. § 1129(a)(10)).** As set forth above, the Debtors' Plan has no impaired Classes of Claims besides the Class 4 Equity Interests. The accepting-impaired class requirement does not apply to classes of equity. Therefore, this requirement is met or inapplicable.

35. **Feasibility (11 U.S.C. §§ 1129(a)(11)).** The Plan is a liquidating plan and thus 11 U.S.C. §§ 1129(a)(11) is inapplicable. Regardless, the Plan in Article VI specifies adequate means for implementation of the Plan, and thus the Plan is feasible.

36. **Payment of U.S. Trustee Fees (11 U.S.C. § 1129(a)(12)).** The Debtors or the Liquidating Trust, as applicable, will pay all fees under 28 U.S.C. § 1930 as they come due as provided in Section 11.12(a) of the Plan.

37. **Continuation of Retiree Benefits (11 U.S.C. § 1129(a)(13)).** The Debtors have no obligation to provide retiree benefits, so this provision does not apply.

38. **Domestic Support Obligations, Individual Income, and Not-for-profit Entity (11 U.S.C. § 1129(a)(14)-(16)).** The Debtors are not individuals, not a non-profit, and have no domestic support obligations, and so these provisions do not apply.

39. **Fair and Equitable; No Unfair Discrimination (11 U.S.C. § 1129(b)).** The Plan does not discriminate unfairly with respect to any impaired Class of Claims and is fair and equitable and thus may be confirmed under section 1129(b)(2)(C) of the Bankruptcy Code.

40. **No Other Plan (11 U.S.C. § 1129(c)).** No other Chapter 11 plan has been filed in connection with the Bankruptcy Case.

41. **Principal Purpose of Plan (11 U.S.C. § 1129(d)).** The principal purpose of the Plan is not the avoidance of taxes or the avoidance of the application of Section 5 of the Securities Act of 1933 (15 U.S.C. § 77e). There is no provision for tax relief or forgiveness in the Plan.

**ACCORDINGLY, THE COURT HEREBY ORDERS AS FOLLOWS:**

42. The Motion is granted as provided herein.

43. The Plan is **APPROVED** as having properly classified all claims and interests under section 1122 of the Bankruptcy Code.

44. The Plan is **CONFIRMED** as having met all applicable confirmation requirements under sections 1122, 1123, and 1129 of the Bankruptcy Code.

45. Any and all objections that have not been withdrawn, waived or settled, and all reservations of rights pertaining to the confirmation of the Plan, are hereby **OVERRULED** on their merits.

**\*\*\*PERMANENT INJUNCTION\*\*\***

46. As of the Effective Date, all persons and entities are hereby permanently enjoined from commencing or continuing, in any manner or in any place, any action or other proceeding, whether directly, indirectly, derivatively, or otherwise against the Debtors, their estate, and/or any assets or properties of the Debtors on account of or respecting any claims, debts, rights, causes of action, or liabilities treated in the Plan, except to the extent expressly permitted under the Plan or this Order. All releases, injunctions, exculpations, and stays in the Plan are approved and **SO ORDERED** as if set forth in their entirety herein. This injunction expressly enjoins any such action, including, without limitation—

- Commencing or continuing in any manner any action or other proceeding of any kind with respect to any such Claim or Equity Interest against the Debtors or their assets;
- Enforcing, attaching, collecting or recovering, by any manner or means, any judgment, award, decree or order against the Debtors or their assets or property with respect to any such Claim or Equity Interest;
- Creating, perfecting or enforcing any lien of any kind against the Debtors or their assets or property with respect to any such Claim or Equity Interest;
- Asserting, implementing, or effectuating any setoff, right of subrogation, indemnity, contribution, or recoupment of any kind against any obligation due to the Debtors or their assets with respect to any such Claim or Equity Interest; and

- Taking any act, in any manner, in any place whatsoever, that does not conform to, or comply with, the provisions of the Plan or this Order with respect to such Claim or Equity Interest;

47. In accordance with section 1142 of the Bankruptcy Code, the implementation and consummation of the Plan in accordance with its terms shall be, and hereby is, authorized and approved, and the Debtors and their agents and any other persons authorized under the Plan shall be, and they hereby are, authorized, empowered and directed to issue, execute, deliver, file and record any documents, and to take any action necessary or appropriate to consummate the Plan in accordance with its terms.

48. All prior orders of the Court entered on the docket during the Chapter 11 Case shall remain in full force and effect to the extent applicable, including, without limitation, all of the following:

- (a) Order (i) Authorizing and Approving the Sale and Transfer of the Acquired Assets Free and Clear of All Encumbrances; (II) Authorizing and Approving the Assumption and Assignment of the Purchased Contracts; (III) Waiving the Fourteen Day Stay of Fed. R. Bankr. P. 6004 and 6006; and (IV) Granting Related Relief (ECF 107);
- (b) Order Approving Debtors' Key Employee Incentive Plan (ECF 112);
- (c) Order Authorizing, But Not Requiring, the Debtors to Pay Certain Prepetition Claims of Alira Health (ECF 87);
- (d) Order Granting Motion for Joint Administration (ECF 69);
- (e) All other orders approving settlements and stipulations;
- (f) All judgments and orders of this Court in adversary proceedings associated with this Chapter 11 Case; and
- (g) All prior orders authorizing employment and compensation of Professionals.



49. All prior orders allowing compensation of Professionals are hereby deemed allowed on a final basis. Each Professional shall file a final application for the allowance of compensation for services rendered and reimbursement of expenses incurred through and including the Effective Date within thirty days after the Effective Date as provided in Section 2.2(c) of the Plan or be forever barred.

50. Until entry of an order administratively closing, dismissing or converting the Chapter 11 Case, any quarterly payments due to the U.S. Trustee after the Effective Date shall be paid in accordance with 28 U.S.C. § 1930(a)(6) by the Debtors.

51. This Court shall retain exclusive jurisdiction in accordance with the Plan and sections 105(a) and 1142 of the Bankruptcy Code with respect to all matters arising in, arising under or related to the Chapter 11 Case or the Plan. This Order is a final order and the period in which an appeal must be filed shall commence upon entry hereof.

52. Under Bankruptcy Rules 2002(f)(7), 2002(k) and 3020(c), on or before the fifth business day following the date of entry of this Confirmation Order, the Debtors shall serve notice of entry of this Confirmation Order on all creditors and interest holders, the U.S. Trustee, and other parties in interest by causing such notice of entry to be delivered to such parties by first-class mail, postage prepaid. No other or further notice shall be necessary.

53. Any proofs of claim asserting claims arising from the rejection of an executory contract or unexpired lease of the Debtors must be filed with the Court no later than ten days after the date of the entry of this Order. Any proofs of claim arising from the rejection of an executory contract that are not timely filed shall be disallowed automatically, forever barred from assertion, and shall not be enforceable against the Debtors without the need for any

objection or further notice to or action, order, or approval of the Court, and any claim arising out of the rejection of an executory contract or unexpired lease shall be deemed fully satisfied, released, and discharged, notwithstanding anything in the proof of claim to the contrary.

54. Within five business days following the occurrence of the Effective Date, the Debtors shall file notice of the occurrence of the Effective Date, and such notice shall be transmitted by the Court's electronic ECF system to all electronic filers of record in these cases at that time. No other or further notice of the Effective Date shall be necessary.

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**[END OF DOCUMENT]**

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### DESIGNATION OF PARTIES TO RECEIVE NOTICE

Service of the foregoing **FINDINGS OF FACT, CONCLUSIONS OF LAW, AND ORDER CONFIRMING DEBTOR'S PLAN UNDER 11 U.S.C. § 1129** shall be served to the parties and in the manner designated below:

By Electronic Service: I certify that the parties of record in this case as identified below, are registered CM/ECF users.

- **James W. Anderson** jwa@clydesnow.com, gmortensen@clydesnow.com
- **Megan K Baker** baker.megan@dorsey.com
- **J. Thomas Beckett** tbeckett@parsonsbehle.com, ecf@parsonsbehle.com;brothschild@parsonsbehle.com
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- **Rachel A. Sternlieb** rachel.sternlieb@nelsonmullins.com
- **Landon S. Troester** lst@clydesnow.com, rcondos@clydesnow.com
- **United States Trustee** USTPRegion19.SK.ECF@usdoj.gov
- **Russell S. Walker** russellw@pearsonbutler.com, sasha@pearsonbutler.com
- **Melinda Willden tr** melinda.willden@usdoj.gov, James.Gee@usdoj.gov;Lindsey.Huston@usdoj.gov;Rinehart.Peshell@usdoj.gov;Rachelle.D.Hughes@usdoj.gov;Brittany.Dewitt@usdoj.gov

**By U.S. Mail** – In addition to the parties of record receiving notice through the CM/ECF system, the following parties should be served notice pursuant to Fed R. Civ. P. 5(b):

Crowell & Moring LLP  
Attn: Michael V. Blumenthal  
590 Madison Avenue  
20th Floor  
New York, NY 10022

David F. Marx  
Dorsey & Whitney, LLP  
111 South Main Street  
21st Floor  
Salt Lake City, UT 84111

Rocky Mountain Advisory, LLC  
15 W South Temple  
Ste 500  
Salt Lake City, UT 84101

Dated this 2nd day of January, 2025.

**PARSONS BEHLE & LATIMER**

/s/ Darren Neilson

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Darren Neilson